

BRIBERY & FOREIGN CORRUPTION

Understanding and complying with regulations to ensure organizational integrity

December 15th & 16th, 2008, Toronto

Inaugural Event

participating organizations

Deloitte & Touche LLP
Goodmans LLP
Heenan Blaikie LLP
KPMG LLP
Meyers Norris Penny LLP
Osler, Hoskin & Harcourt LLP
PricewaterhouseCoopers LLP
Zwaig Consulting Inc.

who should attend

Forensic Accountants
General Counsels
Corporate Ombudsman
Ethics and Compliance Officers
Vice Presidents and Directors of:
Corporate Compliance & Policies Integrity
Business Conduct & Practices
Corporate Responsibility & Citizenship
International Trade Compliance
Contracts
Internal Auditing

course highlights

- The steps to an effective anti-corruption risk assessment: conducting a cost-effective and efficient compliance assessment
- Establishing and implementing an effective compliance program
- Managing a corruption or bribery investigation
- Conducting internal investigations
- Handling gifts, hospitality and other benefits
- Anti-corruption due diligence for M&As
- Designing anti-corruption compliance program with a global perspective: Canadian and foreign anti-corruption compliance obligations



Course Leader
James Hunter,
KPMG LLP



Riyaz Dattu,
Osler, Hoskin &
Harcourt LLP



H. Ray
Haywood,
Pricewater-
houseCoopers
LLP



John Keefe,
Goodmans
LLP



Paul M. Lalonde,
Heenan Blaikie
LLP



Cameron
McCaw,
Zwaig
Consulting Inc.



Gary E. Moulton,
Deloitte &
Touche LLP



Brian Tario,
Meyers Norris
Penny LLP

COURSE LEADER

JAMES HUNTER

James Hunter is a partner in KPMG's Advisory Services group. He is President of KPMG Forensic. He has led some of the largest accounting investigations in Canada and has also carried out investigative and fraud risk advisory assignments for government and corporate clients in the US, the UK, the Netherlands, Germany, India, Hong Kong, the US Virgin Islands, Thailand and South Korea.

CO-LECTURERS

RIYAZ DATTU

Riyaz Dattu leads Osler, Hoskin & Harcourt LLP's International Trade and Investment Law practice and is a partner in the Toronto office. He advises multinational and domestic businesses on international trade policy and investment matters, international trade strategies and market-access concerns. In the area of trade regulations, he advises on all aspects of customs laws, transfer pricing, export and import controls, economic sanctions, national security, anti-bribery laws, government procurement and trade remedies such as anti-dumping, countervailing and safeguard measures.

H. RAY HAYWOOD

H. Ray Haywood, CFE, is a Director with PwC's Investigations & Forensic Services group in Toronto. He has extensive experience in criminal and business investigations. He was a member of the RCMP for 24 years when

he was involved in a wide range of criminal and fraud investigations. He conducted national and international business investigations with far-reaching experience in bankruptcy, insurance fraud and other complex business frauds. He has conducted a wide range of risk and vulnerability assessments for public, private and government organizations.

JOHN KEEFE

John Keefe is a senior litigation partner at Goodmans, where he practises commercial litigation with emphasis on white collar crime and securities fraud, domestic and international arbitration, commercial disputes, class actions and injunctions. He has acted as counsel to Boards of Directors, Audit Committees and Special Committees to investigate allegations of corporate misconduct.

PAUL M. LALONDE

Paul M. Lalonde is a Partner and Co-Chair of the National Trade and Competition Group at Heenan Blaikie. He focuses on international trade, government contracting law and assisting foreign companies meet the challenges of doing business in Canada. His expertise encompasses customs, anti-dumping and countervail issues, import and export controls, foreign investment, anti-corruption law and international business.

CAMERON MCCAW

Cameron McCaw is a principal with Zwaig Consulting Inc., a Toronto based boutique firm specializing in strategic advisory services,

financial restructuring and forensic accounting with significant involvement in both the domestic and international arenas. Prior to joining Zwaig in 2003, he was a partner in a major international accounting firm in the area of Financial Advisory Services.

GARY E. MOULTON

Gary E. Moulton is a Partner in Deloitte & Touche LLP's Forensic and Dispute Services practice in Toronto, specializing in investigative and forensic accounting. He advises corporations, public sector and not-for-profit organizations on strategies for preventing, detecting, investigating and recovering from allegations of fraud, bribery, money laundering and conflict of interest allegations. He is the Chair of the Canadian Institute of Chartered Accountants' Alliance for Excellence in Investigative and Forensic Accounting.

BRIAN TARIO

Brian Tario is a Firm Director in Deloitte's Forensic and Dispute Services practice in Calgary. He is a former member of the RCMP, where he was involved in numerous national and international investigations involving money laundering, white collar crime, gambling, drugs, smuggling and the proceeds of crime. He was an undercover operator in the RCMP. At Deloitte, he is responsible for investigations in the areas of due diligence and background inquiries, fraud, theft, secret commissions and the assessment of risk with respect to client businesses in the Prairie Region.

COURSE PROGRAM

CANADIAN CORRUPTION AND BRIBERY LAWS

What is the current state of Canadian corruption, fraud and bribery laws? What areas have seen a major increase in terms of enforcement? What are the latest developments in the Canadian legal system for investigating and prosecuting both domestic and foreign bribery? This session will address these questions and provide a framework for examining the key issues in the regulatory and enforcement environment.

- Key elements of the CFPOA: where do breaches of the law occur and how it compares to the FCPA
- OECD anti-corruption treaty obligations
- Expected developments in Canada
- Enforcement activity to date in Canada
- The components of an anti-fraud or anti-bribery investigation
- Harmonizing Canadian and U.S. anti-corruption compliance obligations

ANTI-CORRUPTION COMPLIANCE ASSESSMENTS

In order to determine where your company stands with respect to anti-corruption compliance and to highlight what needs to be done to fully protect your business from potential risks, you need to undertake an effective compliance risk assessment. This assessment should identify potential risks and exposures that could lead to violations. This session will provide best practices for designing a process to assess anti-corruption risks.

- The steps to an effective anti-corruption risk assessment: conducting a cost-effective and efficient compliance assessment
- Developing a risk assessment team to conduct the process
- Key areas to examine in the assessment
- Reporting and responding to issues identified during the compliance risk assessment: risk mitigation strategies
- Focusing compliance risk assessments on money laundering and corrupt payments
- The timing and frequency of assessments

ESTABLISHING AND IMPLEMENTING AN EFFECTIVE COMPLIANCE PROGRAM

Most companies, even many that regularly engage in international transactions, lack a strong structured anti-corruption compliance program needed to mitigate the impact of corruption in their international dealings. This session will examine how to go about developing and implementing an anti-corruption compliance program.

- Key components of a compliance program
- Tools and techniques needed for establishing an effective program
- Implementing effective whistleblower and reporting procedures
- Creating an effective code of conduct
- Communicating the program to employees and the need for training
- Evaluating your internal controls
- Establishing procedures for dealing with suspected and alleged violations
- Reducing the risk of third party liability: monitoring agents and distributors and other intermediaries

MANAGING A CORRUPTION OR BRIBERY INVESTIGATION

With the number of enforcement actions being taken worldwide, companies doing business cross-border must be prepared to become the target of a corruption or bribery investigation. When faced with such a scenario, what is the best course of action to take? This session will examine the steps in successfully managing an investigation.

- Ready the company for an external investigation
- Responding to an investigation: implementing the best strategy
- Communicating with governmental authorities
- Assessing the merits of the case
- Handling investigation in multiple jurisdictions: jurisdictional limitations and conflicting requirements
- Implementing the recommendations of the investigating body

HANDLING GIFTS, HOSPITALITY AND OTHER BENEFITS

When involved in international business, companies need to know what is permissible when it comes to gifts and hospitality in terms of hosting, entertaining and lodging foreign officials. You do not want to cross the line from being hospitable to engaging in bribery, which is why it is critical to have a handle on the local law restrictions. This session will provide you with insight into the proper use of gifts, hospitality and other benefits.

- Ensuring that gifts, meals and entertaining are reasonable and customary
- Abiding by local laws and culture
- Business travel best practices
- Incorporating the handling of gifts, hospitality and other benefits into a code of business conduct
- Developing compliant working relationships with state-owned entities

INTERNATIONAL ANTI-FRAUD AND CORRUPTION ENFORCEMENT ACTIVITY

There has been movement towards a global crackdown on corruption, with growing incidents of enforcement actions resulting in large penalties. The international flavour of anti-corruption enforcement requires that Canadian corporations take a global perspective on addressing the issue, as it is not sufficient to only focus on domestic law. This session will look at how Canadian companies must coordinate their activities to be in line with international anti-corruption compliance.

- Increased anti-corruption cooperation between nations: balancing domestic law with international standards
- Recent international initiatives and incidents
- Designing anti-corruption compliance program with a global perspective
- Managing a foreign government investigation
- Joint ventures with state-owned entities

ANTI-CORRUPTION DUE DILIGENCE FOR M&A

Organizations that are serious about preventing fraud & corruption must take extra care when conducting anti-corruption due diligence reviews during mergers, joint ventures and partnership formations in order to avoid liability for past actions taken by other parties to the transaction. This session will look at best practices for due diligence in cross-border mergers, acquisitions and financings.

- Evaluating the target's past anti-corruption compliance
- Addressing problems uncovered by due diligence
- To what degree are you liable for the corrupt conduct of an acquired company?
- Assessing the effectiveness of the target's internal compliance controls
- Post closure issues: integrating the ethical standards and compliance programs in merged company

ESTABLISHING A CULTURE OF COMPLIANCE

Organizations that are serious about preventing fraud & corruption must instill this ideal into the corporate culture so that it becomes a common goal of all employees. This session will give you best practices and practical tips into how to go about establishing a culture of compliance within your organization in order to avoid damaging and costly enforcement actions.

- Setting the tone at the top: achieving senior management buy-in to the project
- Overcoming cultural and legal challenges
- Beyond compliance: establishing new methods to combat corruption
- Developing anti-corruption training programs
- The role that training plays: fraud & ethics awareness
- The role of the audit committee in creating a compliance culture

U.S. FOREIGN CORRUPT PRACTICES ACT

There has been an increase in FCPA enforcement activity, including prosecution of non-U.S. companies listed on US exchanges. This session will provide you with what you need to know about FCPA compliance in order to avoid potential investigation, violations and prosecutions.

- Determining who must comply with provisions of the FCPA
- The anti-corruption and anti-bribery elements of the statute
- Harmonizing Canadian and U.S. compliance: elements required in an FCPA compliance program
- Recent FCPA cases and investigations
- Avoiding U.S. government anti-bribery investigations
- Internal controls and accounting requirements

CONDUCTING INTERNAL INVESTIGATIONS

Workplace fraud and the ensuing investigations are not reserved for the general employee. Many intricate and costly fraud cases involve senior-level management. What are the unique measures that are conducive to effective investigations within this realm? This discussion will focus on strategies for establishing successful internal investigation guidelines that will help you through any investigation process you may be faced with.

- Deciding when to conduct an internal investigation
- Writing your organization's internal investigation guidelines
- Establishing guidelines and procedures for the interview process
- Developing safe guidelines for employees to report suspect behaviour
- Tips for investigating all major types of management-based fraud
- Financial statement scams: detecting the fraudulent scheme

DOING BUSINESS IN CHINA: ANTI-CORRUPTION COMPLIANCE CHALLENGES

Though the Chinese market offers vast opportunities, it also presents a wide host of anti-corruption compliance challenges as corruption has emerged as a major problem in China's rapidly developing economy. This session will provide you with best practices for dealing with the evolving domestic anti-corruption compliance environment

- Understanding corruption under Chinese law
- China's enforcement of commercial bribery laws in its private sector
- Code of conduct required for doing business in China
- Establishing a compliance program for doing business in China: adapting to local conditions
- Due diligence for use of third party relationships in China
- Gift-giving in China

MULTIMEDIA PRESENTATIONS

Register for Bribery and Foreign Corruption and we will give you free of charge a CD-ROM comprising the following virtual presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 555 minutes of expert learning, these presentations are an added bonus to this year's course. Bear in mind that these presenters are not necessarily those that you will see and hear at this year's course.

Implementing a Financial Transaction Monitoring and Surveillance System

David Dixon,
BearingPoint Management & Technology Consultants
 Time: 66

Identifying and Monitoring High-Risk Clients

Wayne Bolton,
AIM Trimark Investments
 Time: 56 Slides: 7

Enacting an AML Risk Assessment Program for Financial Institutions

Ron P. King,
The Bank of Nova Scotia
 Time: 45 Slides: 16

Legal Issues in Fraud Investigations

David Ray,
Grant Thornton LLP
 Time: 48 Slides: 28

Conducting Interviews and Interrogations

J. Patrick McKernan,
Imperial Oil Limited
 Time: 63 Slides: 16

Computer Forensic Techniques for Fraud Investigations

Philip Fodchuk,
Deloitte & Touche LLP
 Time: 50 Slides: 29

Setting Up and Carrying Out a Fraud Response Program

Greg Draper,
Meyers Norris Penny LLP
 Time: 47 Slides: 20

Legal Framework for Addressing Transaction Fraud

Jeffrey Goodman,
Heenan & Blaikie LLP
 Time: 46

Transaction Fraud Remedies

R. Bruce Smith,
Gowling Lafleur Henderson LLP
 Time: 53 Slides: 44

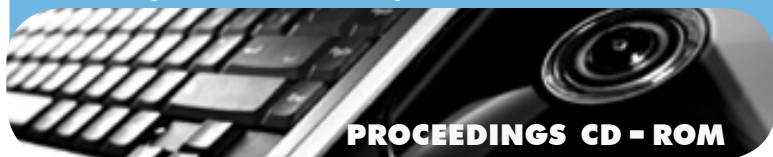
Fraud Prevention Techniques

John Sypnowich,
Emergis Inc.
 Time: 32

Conducting Transaction Fraud Investigations

Jennifer Fiddian-Green and David Malamed,
Grant Thornton LLP
 Time: 49

Audio/Video segments clickable slide by slide
 Papers and overheads also included
 Print any of the material for your own use



Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Metropolitan Hotel, 108 Chestnut Street, Toronto, Ontario, M5G 1R3

Cost: The attendance fee for the course is \$1825 per person and covers attendance for one person and the lecturers' presentation material. The fee further includes lunch on the first day, morning coffee on both days and refreshments during all breaks. You may purchase a Proceedings CD-ROM containing edited actual proceedings and materials from the course.

Time: Course registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at noon.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee will be provided upon cancellation in writing received prior to December 2, 2008. No refunds will be issued after this date. Please note that a 15% service charge will be held in case of a cancellation.

Discounts: Federated Press has **special team discounts**. Groups of 3 or more from the same organization receive a **10%** discount. Groups of 7 or more from the same organization receive a **15%** discount.

Payment must be received prior to December 8, 2008

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